

**ARTICLES OF INCORPORATION
OF
AWESOME OPOSSUM, Inc.**

We, the undersigned, acting as incorporators of a corporation under the Kentucky Non-profit Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is: Awesome Opossum, Inc. (“Corporation”).

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

(1) The corporation shall have the power to perform all lawful acts and engage in all lawful transactions, and otherwise enjoy all benefits and privileges afforded non-stock, non-profit corporations under Kentucky law, but limited and only to the extent permitted by Section 501(c)(3) of the Internal Revenue Code.

(2) The purposes for which the Corporation is organized are as follows:

- a) To conduct and carry on its work, not for profit, but exclusively for charitable, scientific, literary, or educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequently Federal tax laws), in such manner
 - i. that no part of its income or property shall inure to the private benefit of any donor, member, director, or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered,
 - ii. that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office, and
 - iii. that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.
 - iv. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on;

1. by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of a corresponding section of any future federal tax code
 2. by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section on any future federal tax code.
- b) To inspire Louisville's engagement in the arts through education and arts entertainment through (a) partnering with local artists to host events which educate and encourage creativity, and (b) providing retail space and consulting to assist artists in becoming self-sufficient through their artwork

ARTICLE IV

The address of the initial registered office of the Corporation shall be c/o C. Wesley Pagles, 130 Fairfax Avenue, Suite LL-B, Louisville, Kentucky, 40220, and the name of the original registered agent at such address shall be C. Wesley Pagles, 130 Fairfax Avenue, Suite LL-B, Louisville, Kentucky, 40220. By her signature below, C. Wesley Pagles consents to act as the registered agent for this corporation.

ARTICLE V

The principal office for the Corporation shall be 633 West Main Street, Louisville, KY 40202.

ARTICLE VI

The number of directors constituting the initial board of directors is three (3). The name and mailing address of each director and is:

President
Joshua McNally
635 Floral Terrace, Apt. 3
Louisville, KY 40208

Vice President
Sharon Marcum
4610 Cliff Avenue
Louisville, KY 40215

Secretary/Treasurer
Liz Jacobs
635 Floral Terrace, Apt. 3
Louisville, KY 40208

The name and address of the incorporator is Liz Jacobs, 635 Floral Terrace, Apt. 3, Louisville, KY 40208.

ARTICLE VII

Provisions for the regulation of the affairs of the Corporation shall be set forth in the bylaws of the Corporation as duly adopted or from time to time altered, amended or repealed by the Board of Directors. The Board of Directors alone shall have authority to manage and direct the corporation.

ARTICLE VIII

The private property of the members and the directors shall not be subject to the payment of debts of the corporation.

ARTICLE IX

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code;

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose.

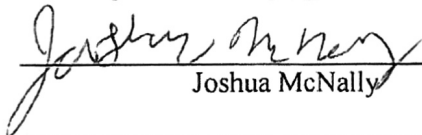
ARTICLE X

No director of the corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any breach of his or her duties as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; (iii) for any transaction from which the director derived an improper personal benefit.

If, after approval by the directors of this Article, any chapter of the Kentucky Revised Statutes relating to non-stock, non-profit corporations is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated to the fullest extent permitted by the Kentucky Business Corporation Act, as so amended, and without the necessity for further Board of Directors action in respect thereof.

Any repeal or modification of this Article by the directors of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

IN WITNESS, WHEREOF, we have made, signed, approved and acknowledged these Articles of Incorporation, this 28 day of August.

 _____ Date 8/28/18


COMMONWEALTH OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

Subscribed, sworn to, and acknowledged before me Joshua McNally, as Incorporators herein, being of sound mind and eighteen (18) years of age or older, and acknowledged that they voluntarily dated and signed this writing.

Done this 28 day of August, 2018.

 _____
NOTARY PUBLIC

My commission expires: 12.1.21

 _____ Date AUGUST 24, 2018

COMMONWEALTH OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

Subscribed, sworn to, and acknowledged before me Sharon Marcum,
as Incorporators herein, being of sound mind and eighteen (18) years of age or older, and
acknowledged that they voluntarily dated and signed this writing.

Done this 24 day of AUG.



NOTARY PUBLIC

My commission expires: 12.1.21.

Liz Jacobs
Liz Jacobs

8/29/18
Date

COMMONWEALTH OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

Subscribed, sworn to, and acknowledged before me Liz Jacobs,
as Incorporators herein, being of sound mind and eighteen (18) years of age or older, and
acknowledged that they voluntarily dated and signed this writing.

Done this 29 day of August.

[Signature]

NOTARY PUBLIC

My commission expires: 11/3/2021.

THIS INSTRUMENT PREPARED BY:

[Signature]
C. Wesley Pagles

BATEY BROPHY, PLLC
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